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This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of China Rongzhong Financial Holdings Company Limited.

GOLDBOND GROUP HOLDINGS LIMITED

金榜集團控股有限公司

(Incorporated in Hong Kong with limited liability)



RONGZHONG

CHINA RONGZHONG FINANCIAL HOLDINGS COMPANY LIMITED

中國融眾金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03963)

**JOINT ANNOUNCEMENT
DESPATCH OF COMPOSITE DOCUMENT
IN RELATION TO THE
MANDATORY UNCONDITIONAL CASH OFFERS BY CHINA PA
SECURITIES (HONG KONG) COMPANY LIMITED FOR AND ON
BEHALF OF GOLDBOND GROUP HOLDINGS LIMITED TO
ACQUIRE ALL THE ISSUED SHARES OF CHINA RONGZHONG
FINANCIAL HOLDINGS COMPANY LIMITED AND TO CANCEL
ALL OUTSTANDING OPTIONS OF CHINA RONGZHONG
FINANCIAL HOLDINGS COMPANY LIMITED (OTHER THAN
THOSE ALREADY OWNED AND/OR AGREED TO BE
ACQUIRED BY GOLDBOND GROUP HOLDINGS LIMITED AND
PARTIES ACTING IN CONCERT WITH IT)**

Financial adviser to the Offeror



中国平安资本(香港)

PING AN OF CHINA CAPITAL (HONG KONG)

Offer agent to the Offeror



平證證券

PA SECURITIES (HK)

Independent Financial Adviser to the Independent Board Committee



中州國際融資有限公司

CENTRAL CHINA INTERNATIONAL CAPITAL LIMITED

References are made to (i) the announcement jointly published by Goldbond Group Holdings Limited (the “**Offeror**”) and China Rongzhong Financial Holdings Company Limited (the “**Company**”) dated 30 October 2023 in relation to, among others, the Acquisition Agreement, the Subscription Agreement and the Offers; (ii) the announcement jointly published by the Offeror and the Company dated 20 November 2023 in relation to the delay in despatch of the circular of the Company in relation to the Acquisition Agreement and the Subscription Agreement and the Composite Document; (iii) the announcement jointly published by the Offeror and the Company dated 5 December 2023 in relation to the grant of Options; (iv) the circular of the Company dated 15 December 2023 in relation to, among others, the Acquisition Agreement and the Subscription Agreement; (v) the announcements jointly published by the Offeror and the Company dated 15 December 2023 and 9 January 2024 in relation to, among other things, the status update in relation to the Offers; (vi) the announcement jointly published by the Offeror and the Company dated 18 January 2024 in relation to, among other things, the Acquisition Completion and the Subscription Completion; and (vii) the composite offer and response document dated 25 January 2024 jointly issued by the Offeror and the Company (“**Composite Document**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document (accompanied by the Form(s) of Acceptance), which contains, among other things, (i) the details of the Offers (including the expected timetable and terms of the Offers); (ii) a letter of recommendation from the Independent Board Committee in respect of the Offers; and (iii) a letter of advice from the Independent Financial Adviser in respect of the Offers, has been issued and despatched to the Shareholders and the Optionholders on 25 January 2024 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The expected timetable set out below, as reproduced from the Composite Document, is indicative only and may be subject to changes. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate. Unless otherwise specified, all time and dates refer to Hong Kong time and dates.

Event	Time & Date
Despatch date of the Composite Document and the accompanying Form(s) of Acceptance and commencement date of the Offers (<i>Note 1</i>)	Thursday, 25 January 2024
Offers open for acceptance (<i>Note 1</i>)	Thursday, 25 January 2024
Latest time and date for acceptance of the Offers (<i>Notes 2, 3 and 5</i>)	by 4:00 p.m. on Thursday, 15 February 2024
Closing Date (<i>Notes 3 and 5</i>)	Thursday, 15 February 2024
Announcement of the results of the Offers (or their extension or revision, if any) on the website of the Stock Exchange (<i>Notes 3 and 5</i>)	no later than 7:00 p.m. on Thursday, 15 February 2024
Latest date for posting of remittances in respect of valid acceptances received under the Offers (<i>Notes 4 and 5</i>)	Monday, 26 February 2024

Notes:

1. The Offers, which are unconditional in all respects, are made on Thursday, 25 January 2024, being the date of posting of the Composite Document and are capable of acceptance on and from that date until 4:00 p.m. on the Closing Date, unless the Offeror decides to revise or extend the Offers in accordance with the Takeovers Code. Acceptances of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the paragraph headed “8. Right of Withdrawal” in Appendix I to the Composite Document.
2. Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (as set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
3. In accordance with the Takeovers Code, the Offers must initially be open for acceptance for at least 21 days after the date of the Composite Document. The latest time and date for acceptance of the Offers is 4:00 p.m. on Thursday, 15 February 2024 unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. An announcement will be issued jointly by the Offeror and the Company through the website of the Stock Exchange by no later than 7:00 p.m. on the Closing Date stating whether the Offers have been extended, revised or expired. In the event that the Offeror decides to revise or extend the Offers, all Offer Shareholders and Offer Optionholders, whether or not they have already accepted the Offers, will be entitled to accept the revised Offers under the revised terms. The revised Offers must be kept open for at least 14 calendar days after the date of the revised offer document(s) and shall not close earlier than the Closing Date.
4. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer Shares and/or the Options tendered under the Offers will be despatched to the Offer Shareholders and/or the Offer Optionholders accepting the Offers by ordinary post at their own risk as soon as possible, but in any event no later than seven (7) Business Days after the date of receipt of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.
5. If there is a tropical cyclone warning signal number 8 or above, or “extreme conditions” caused by super typhoons or a “black” rainstorm warning signal:
 - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offers and the latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances, the latest time for acceptance of the Offers and the posting of remittances will remain at 4:00 p.m. on the same Business Day; or
 - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offers and the latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances, the latest time for acceptance of the Offers will be rescheduled to 4:00 p.m. on the following Business Day and the date of posting of remittances will be rescheduled to the following Business Day which does not have either of those warnings or condition in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m. or such other day as the Executive may approve.

Save as mentioned above, if the latest time for acceptance of the Offers does not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Offer Shareholders and the Offer Optionholders by way of joint announcement(s) on any change to the expected timetable as soon as practicable.

WARNING

Offer Shareholders and Offer Optionholders are strongly advised to read the Composite Document carefully, including the advice from the Independent Financial Adviser to the Independent Board Committee and the recommendation from the Independent Board Committee in respect of the Offers, before deciding whether or not to accept the Offers.

The Shareholders, Optionholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If the Shareholders, Optionholders and potential investors of the Company are in any doubt about their position or as to the action they should take, they should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the board of directors of
Goldbond Group Holdings Limited
金榜集團控股有限公司
Wong Charles Yu Lung
Director

By order of the Board
China Rongzhong Financial Holdings
Company Limited
中國融眾金融控股有限公司
Wong Emilie Hoi Yan
Executive Director

Hong Kong, 25 January 2024

As at the date of this joint announcement, the board of directors of Offeror comprises Mr. Wong Charles Yu Lung, Ms. Wong Michelle Yatyee and Mr. Wong Ming Bun David.

The directors of Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors in their capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the executive Director of the Company is Ms. Wong Emilie Hoi Yan; the non-executive Directors of the Company are Mr. Lau Hiu Fung, Ms. Wong Jacqueline Yue Yee, Ms. Wong Michelle Yatyee and Mr. Wong Ming Bun David; and the independent non-executive Directors of the Company are Mr. Lie Chi Wing, Mr. Ng Wing Chung Vincent and Mr. Ng Yuk Yeung Paul.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to Offeror Concert Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the directors of Offeror in their capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.